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SPENCER & KLEIN
PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW

SUITE 1901
601 BRICKELL AVENUE
MIAMI, FLORIDA 33131

TELEPHONE (305) 374-7700
TELECOPIER (305) 374-4890

July 5, 1996

Federal Express

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

**Re: Articles of Incorporation
PCM/USA, Port Construction Managers, Inc.**

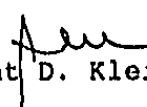
Gentlemen:

Enclosed are two (2) executed copies of Articles of
Incorporation of PCM/USA, Port Construction Managers, Inc., along
with a check in the amount of \$122.50. Please return the certified
copy in the enclosed Federal Express envelope to the undersigned.

700001888407
07/09/96 11:29:01
122.50

If there are any questions, please call.

Very truly yours,


Brent D. Klein

BDK/zb
Enclosures

c:\wp51\letters\sec-stat.pcm

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96 JUL -9 PM 12: 07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96/11/2
BT

**ARTICLES OF INCORPORATION
OF**

PCM/USA, PORT CONSTRUCTION MANAGERS, INC.

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation is PCM/USA, PORT CONSTRUCTION MANAGERS, INC., and its address is 10th Floor, 2601 South Bayshore Drive, Miami, Florida 33133.

ARTICLE II

DURATION

The duration of the corporation is perpetual.

ARTICLE III

PURPOSE

The general purpose for which the corporation is organized are:

(1) To transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

(2) To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV

AUTHORIZED SHARES

The aggregate number of shares which the corporation is authorized to issue is 100,000. Such shares shall be of a single class and shall have a par value of \$.01 per share.

ARTICLE V

REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 801 Brickell Avenue, Suite 1901, Miami, Florida

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MICHIGAN

33131 and the name of its initial registered agent at such address is Brent D. Klein.

ARTICLE VI

DIRECTORS

The number of directors constituting the board of directors of the corporation shall be determined in accordance with the By-Laws, but shall not be less than one. The number of directors constituting the initial board of directors is two (2). The names and addresses of the persons who are to serve as members of the initial board of directors are:

Willy A. Bormello
10th Floor
2601 South Bayshore Drive
Miami, Florida 33133

Luis Ajamil
10th Floor
2601 South Bayshore Drive
Miami, Florida 33133

ARTICLE VII

INCORPORATOR

The name and address of the incorporator are:

Brent D. Klein
Suite 1901
801 Brickell Avenue
Miami, Florida 33131

ARTICLE VIII

INDEMNIFICATION

The corporation shall indemnify each director, officer and shareholder of the corporation against any and all liability and expenses incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been an officer, director or shareholder of the corporation to the full extent permitted by the laws of the State of Florida.

Executed by the undersigned on the 5th day of July, 1996.

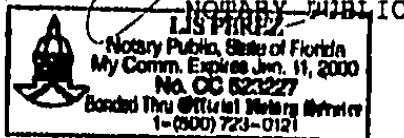
[Signature]
Brent D. Klein, Incorporator

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BEFORE ME appeared Brent D. Klein, to me personally known to be the person described in and who subscribed the above Articles of Incorporation and he freely and voluntarily acknowledged before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have herunto set my hand and affixed my official seal this 5th day of July, 1996.

My commission expires:



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96 JUL -9 PM 12:07
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Acknowledgment of Appointment by Registered Agent

Having been named the registered agent for the above corporation at the place designated in the foregoing Articles of Incorporation, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

[Signature]
Brent D. Klein
Registered Agent

P96000058222

SPENCER & KLEIN
PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW

SUITE 1901
801 BRICKELL AVENUE
MIAMI, FLORIDA 33131

TELEPHONE (305) 374-7700
TELECOPIER (305) 374-4890

December 11, 1996

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

Via Federal Express

Re: Articles of Amendment to Articles of Incorporation
of PCM/USA West Construction Managers, Inc.

Gentlemen:

Enclosed are the following:

1. One (1) executed copy, and one photocopy, of Articles
of Amendment to Articles of Incorporation of PCM/USA West
Construction Managers, Inc.

100002028454--E
-12/13/96--01030--006
****\$87.50 ****\$87.50

2. Check in the amount of \$87.50.

Please return the certified copy in the enclosed Federal
Express envelope to the undersigned.

If there are any questions, please call.

Very truly yours,

[Signature]
Brent D. Klein

BDK/mmr

FILED
96 DEC 13 PM 2:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Name Change
KFS
12-20-96

FILED
96 DEC 13 PM 2:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
PCM/USA, PORT CONSTRUCTION MANAGERS, INC.**

The undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is: PCM/USA, PORT CONSTRUCTION MANAGERS, INC.

2. The following Amendment of the Articles of Incorporation was unanimously adopted by the shareholders and directors of the corporation pursuant to Florida Statutes Section 607.1003, on July 17, 1996.

The name of this corporation is: B&A/USA, PORT CONSTRUCTION MANAGERS, INC.

Executed this 9th day of August, 1996.

**PCM/USA, PORT CONSTRUCTION
MANAGERS, INC.**

By: Willy A. Bermello
Willy A. Bermello, President

STATE OF FLORIDA)
)SS:
COUNTY OF DADE)

BEFORE ME, personally appeared WILLY A. BERMELO to me personally known to be the person described in and who executed the foregoing instrument, and he acknowledged before me that he executed the same on behalf of PCM/USA, Port Construction Managers, Inc. on this 09 day of August, 1996.

Michelle C. Kolodny
NOTARY PUBLIC

My Commission Expires:

OFFICIAL NOTARY SEAL
MICHELLE C. KOLODNY
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC364798
MY COMMISSION EXP. APR. 14, 1998